

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER POOLING ALL INTERESTS IN FIVE DRILLING UNITS ESTABLISHED BY THE BOARD'S ORDERS ENTERED IN CAUSES NOS. 139-8 AND 139-90 IN SECTIONS 7, 9, AND 28, TOWNSHIP 3 SOUTH, RANGE 2 WEST, AND SECTIONS 8 AND 12, TOWNSHIP 3 SOUTH, RANGE 3 WEST, U.S.M., DUCHESNE COUNTY

NOTICE OF HEARING

Docket No. 2014-010
Cause No. 139-115

THE STATE OF UTAH TO ALL PERSONS INTERESTED IN THE FOLLOWING MATTER.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, pursuant to Utah Administrative Code R641-113-100, has designated a hearing examiner to conduct a hearing on WEDNESDAY, FEBRUARY 19, 2014, at 1:30 PM, or as soon thereafter as possible, in Room 112, Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

The hearing will be conducted as a formal administrative adjudication in accordance with the rules of the Board as set forth in Utah Administrative Code R641 et seq. and as provided for in Utah Code Ann. § 40-6-1 et seq. and Utah Code Ann. § 63G-4-101 through 601.

The purpose of the hearing will be for the hearing examiner to receive testimony and evidence regarding a Request for Agency Action to:

1. Pool all of the interests within five sectional drilling units established by the Board's Orders entered in Causes Nos. 139-8 and 139-90, such drilling units comprising all of Sections 7, 9, and 28, Township 3 South, Range 2 West, and all of Sections 8 and 12, Township 3 South, Range 3 West, U.S.M., Duchesne County, Utah (collectively, the "Subject Lands"), for the Spaced Interval underlying the Subject Lands defined as follows:

[T]he interval from the top of the Lower Green River formation (TGR3 marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in the S½NE¼ of Section 18,

Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 11, Township 2 South, Range 4 West, U.S.M;

2. Pool all of the interests in each Drilling Unit within the Subject Lands as requested herein, including that the pooling be made retroactive to the date of first production for the first applicable Subject Well completed as a producing well in a Drilling Unit, and incorporating the following provisions, in accordance with Utah Code Ann. § 40-6-6.5;

- a. That operations incident to the drilling of a designated Drilling Unit well upon any part of a Drilling Unit covered by such order shall be deemed for all purposes to be operations upon each separately owned tract in the Drilling Unit.
- b. That the portion of production allocated or applicable to a separately owned tract within any Drilling Unit covered by such order shall, when produced, be deemed for all purposes to have been produced from that tract by a well drilled on it.
- c. That such order provide for the payment of just and reasonable costs incurred in the drilling and operation of the designated Drilling Unit well, including, but not limited to:
 - (i) the costs of drilling, completing, equipping, producing, gathering, transporting, processing, marketing, and storage facilities;
 - (ii) reasonable charges for the administration and supervision of operations; and
 - (iii) other costs customarily incurred in the industry.
- d. That an owner is not liable under such an order for costs or losses resulting from the gross negligence or willful misconduct of the operator.
- e. That if an owner does not elect to participate in the just and reasonable costs incurred and to be incurred in the drilling and operation of the designated Drilling Unit well within a reasonable time following written notice of the opportunity to participate (a “Non-Consenting Owner”), then such party shall be entitled to receive, subject to royalty or similar obligations, the share of production of the well applicable to his or her interest in the Drilling Unit after the owners who elect to participate in the just and reasonable costs incurred and to be incurred in the drilling and operation of the designated Drilling Unit well (the “Consenting Owners”) have recovered from the Non-Consenting Owner’s share of production the following amounts less any cash contributions made by the Non-Consenting Owner:
 - (i) 100% of the Non-Consenting Owner’s share of the cost of surface equipment beyond the wellhead connections;
 - (ii) 100% of the Non-Consenting Owner’s share of the estimated cost to plug and abandon the well as determined by the Board;
 - (iii) 100% of the Non-Consenting Owner’s share of the cost of operation of the well commencing with first production and continuing until the Consenting Owners have recovered all costs;
 - (iv) 300% (or an amount to be determined by the Board not less than 150% nor greater than 300%) of the Non-Consenting Owner’s share of the costs of staking the location, wellsite preparation, rights-of-way, rigging up, drilling, reworking,

recompleting, deepening or plugging back, testing and completing, and the cost of equipment in the well to and including the wellhead connections.

- f. That a Non-Consenting Owner's share of the costs specified above is that interest which would have been chargeable to the Non-Consenting Owner had it initially agreed to pay its share of the costs of the well from the commencement of the operations for the well.
- g. That if there is any dispute about costs, the Board shall determine the appropriate costs.
- h. That such order shall provide for reimbursement to the Consenting Owners for any Non-Consenting Owner's share of the costs out of production from the Drilling Unit attributable to his or her tract and that the Consenting Owners shall own and be entitled to receive, subject to royalty or similar obligations, the share of production attributable to their working interests in the Drilling Unit; and unless he or she has agreed otherwise, his or her proportionate part of the Non-Consenting Owner's share of the production until costs are recovered as provided herein.
- i. That if a Non-Consenting Owner's tract is subject to a lease or other contract for oil and gas development, such order shall provide that the Consenting Owners shall pay any royalty interest or other interest in the tract not subject to the deduction of the costs of production from the production attributable to that tract.
- j. That if a Non-Consenting Owner's tract is not subject to a lease or other contract for oil and gas development, then such party shall receive as royalty the average landowner's royalty attributable to each tract within such Drilling Unit, said royalty to be paid from production attributable to each such tract until the Consenting Owners have recovered the costs as provided herein.
- k. That the operator of the Drilling Unit well shall furnish any Non-Consenting Owner with monthly statements specifying costs incurred, the quantity of oil and gas produced, and the amount of oil and gas proceeds realized from the sale of the production during the preceding month.
- l. That when the Consenting Owners have recovered from a Non-Consenting Owner's relinquished interest all of the amounts specified herein, the relinquished interest shall automatically revert to the Non-Consenting Owner. The Non-Consenting Owner shall from that time own the same interest in the designated Drilling Unit well and the production from it, and be liable for the further costs of the operation, as if he or she had participated in the initial drilling and operation. Such costs shall be payable out of production.
- m. That in any circumstance where a Non-Consenting Owner has relinquished his or her share of production or at any time fails to take his or her share of production in-kind when he or she is entitled to do so, the Non-Consenting Owner shall be entitled to an accounting of the oil and gas proceeds applicable to his or her relinquished share of production, and payment of the oil and gas proceeds applicable to that share of production not taken in-kind, net of costs.
- n. That a reasonable interest charge of the Prime Rate plus 2% (percent) (with "Prime Rate" defined as the prime rate reported by Wells Fargo Bank in Salt Lake City, or, if Wells Fargo Bank ceases to exist or to report a prime rate, then the Prime Rate shall be the prime rate reported by a comparable bank operating in the State of Utah) be imposed on the outstanding costs and expenses.

- o. That plugging and abandonment costs based on evidence provided by Newfield at the hearing in this Cause be determined.
 - p. That all other issues between any Non-Consenting Owners and the Consenting Owners not otherwise expressly addressed in the Board's order be governed by the provisions of the current form of joint operating agreement that governs operations by the Consenting Owners on the Subject Lands or other nearby producing lands.
3. Provide for such other and further relief as may be just and equitable under the circumstances.

The examiner's proposed findings of fact and conclusions of law will be filed with the Board of Oil, Gas, and Mining and presented at the next regularly scheduled Board hearing which has been set for WEDNESDAY, FEBRUARY 26, 2014, at 9:00 AM, or as soon thereafter as possible, in the auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

Objections to the Request for Agency Action must be filed with the Secretary of the Board at the address listed below no later than February 10, 2014. A party must file a timely written objection or other response in order to participate as a party at the Board hearing. Failure to participate can result in a default judgment.

Natural persons may appear and represent themselves before the hearing examiner. All other representation by parties before the hearing examiner will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meet the rules of the Utah State Bar for practicing law before the Utah Courts.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The Request for Agency Action, and any subsequent pleadings, may be inspected at the office of the undersigned.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

DATED this 29th day of January, 2014.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING
Ruland J. Gill, Jr., Chairman


/s/ Julie Ann Carter
Board Secretary
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CERTIFICATE OF PUBLISHED NOTICE

I hereby certify that I caused a true and correct copy of the foregoing NOTICE OF HEARING for Docket No. 2014-010 Cause No. 139-115 to be PUBLISHED in the following newspapers on the following days:

February 2, 2014:

The Salt Lake Tribune and Deseret Morning News, newspapers of general circulation in Salt Lake City and County.

February 4, 2014:

Uintah Basin Standard, a newspaper of general circulation in Duchesne and Uintah Counties.

February 4, 2014:

Vernal Express, a newspaper of general circulation in Daggett and Uintah Counties.

Julie Ann Carter

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing **NOTICE OF HEARING** for Docket No. 2014-010, Cause No. 139-115, to be mailed by Email or via First Class Mail with postage prepaid, this 30th day of January, 2014, to the following:

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c/o Skyler Smith c/o Kelly Smith

UNKNOWN

UNKNOWN

Estate of Ernan H. Smith, Heirs of Renee Smith Estate of Ernan H. Smith, Heirs of Renee Smith
c/o Nolan Smith c/o Doran Smith

UNKNOWN

UNKNOWN

Estate of Ernan H. Smith, Heirs of Renee Smith Estate of Ernan H. Smith, Heirs of Renee Smith
c/o Lance Smith c/o Carlan Smith

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Estate of Ernan H. Smith, Heirs of Renee Smith
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Estate of Zola T. Rhodes c/o Daniel Rhodes UNKNOWN	Estate of Zola T. Rhodes c/o Doug Rhodes UNKNOWN
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